Lifevantage Corp Form 4 January 06, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Oborn Michelle

Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

Lifevantage Corp [LFVN] 3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

9785 SOUTH MONROE STREET.

01/02/2015

(Month/Day/Year)

X_ Officer (give title Other (specify below)

VP Human Resources

SUITE 300

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Disposed of (D)

(Instr. 3, 4 and 5)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANDY, UT 84070

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance Stock Units	(1)	01/02/2015		A	66,667		<u>(1)</u>	12/31/2015	Common Stock	66,66
Performance Stock Units	(2)	01/02/2015		A	66,666		(2)	12/31/2016	Common Stock	66,66
Performance Stock Units	<u>(3)</u>	01/02/2015		A	66,667		(3)	12/31/2017	Common Stock	66,66

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Oborn Michelle 9785 SOUTH MONROE STREET, SUITE 300 SANDY, UT 84070			VP Human Resources			

Signatures

/s/ Rob Cutler,
Attorney-in-Fact

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Subject generally to the reporting person's continued service with the issuer, each Performance Stock Unit represents a contingent right for the reporting person to receive, within thirty days after the end of the Performance Period, a distribution of common shares of the issuer equal to 0% to 200% of the reported target number of Performance Stock Units. The actual number of shares distributed will be

- (1) based on the issuer's total stockholder return (TSR) performance during the Performance Period of 1/1/2015 through the earlier of 12/31/2015 or a change in control of the issuer ("Performance Period"). The vesting for 50% of the target Performance Stock Units is based upon the issuer's absolute TSR for the Performance Period as compared to a matrix of fixed numeric values and the vesting for the other 50% of the target Performance Stock Units is based upon a relative comparison of the issuer's TSR to the Vanguard Russell 2000 exchange traded fund TSR for the Performance Period.
- (2) The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2016 through the earlier of 12/31/2016 or a change in control of the issuer.
- The vesting and distribution conditions for the reported target Performance Stock Units are the same as described under footnote (1), except that the Performance Period is 1/1/2017 through the earlier of 12/31/2017 or a change in control of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2